

***Annual Report 2012-13***

***Munoth Capital Market Limited***

### **NOTICE TO THE MEMBERS**

NOTICE is hereby given that the **ANNUAL GENERAL MEETING** of the Members of **MUNOTH CAPITAL MARKET LIMITED** will be held on 26<sup>th</sup> September, 2013 at 11:00 a.m. at the Registered Office of the Company to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2013, the Balance Sheet as on that date, the Directors' Report and the Auditors' Report thereon.
2. To elect Director in place of Mr. Siddharth Shantilal Jain, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

Date : 30.05.2013

Place : Mumbai

**BY ORDER OF THE BOARD OF DIRECTOR**



**DIRECTOR**

#### **NOTES :**

- a) A Member is entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a Member. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting.
- b) The members are requested to notifying change in their address to the Company quoting their folio number at the earliest to avoid inconvenience at a later stage.
- c) Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
- d) Shareholders seeking any information with regards to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
- e) Members / Proxies should bring the Attendance Slip attached herewith duly filled in for attending the meeting.
- f) The Register of Members and Share Transfer Books of the Company will remain closed from 16/09/2013 to 26/09/2013 (both days inclusive).
- g) Members Companies / Organization are requested to send a copy of the Resolution of their Governing Body authorizing their representative to attend and vote at this Annual General Meeting.

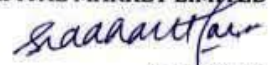
**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING.**

**(IN PURSUANCE OF CLAUSE 49(VI) A OF THE LISTING AGREEMENTS)**

Name of the Director	Siddharth Shantilal Jain
Age (Yrs.)	34
Qualification	M.B.A
Designation	Director
Chairman/Member of the Committee of the Board of Directors of the Company	Member - Shareholders/investors' Grievance Committee
No of Shares held in the company	1,35,000

FOR MUNOTH CAPITAL MARKET LIMITED

  
DIRECTOR

### **DIRECTORS' REPORT**

To :

**THE MEMBERS :**

The Board of Directors has pleasure in presenting the Annual Report together with Audited Accounts for the year ended 31st March, 2013.

#### **FINANCIAL RESULTS:**

The Financial Results for the year are as under :

(Rs. in Lacs)

Particulars	2012-13	2011-12
Turnover	61.80	148.90
Expenses	71.34	172.35
Profit / (Loss) Before Tax	(9.54)	(23.45)
Provision for Taxation		
■ Taxation Adjustment for P.Y.	(0.11)	(0.80)
■ Deferred Tax	0.86	4.80
*Profit/(Loss) after Tax	(8.79)	(19.45)

#### **DIVIDEND :**

In view of loss, the Directors do not recommend any Dividend for the year.

#### **DEPOSITS :**

The Company has not accepted any deposits during the year, to which the provisions of Section - 58A and the Companies (Acceptance of Deposits) Rules, 1975 are applicable.

#### **CONSERVATION OF ENERGY ETC.:**

Company has no activities related to conservation of Energy or technological absorption. The Company didn't have any foreign Expenditure or Earnings during the year.

#### **DIRECTORS:**

Mr. Siddharth Shantilal Jain retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

#### **PARTICULARS OF EMPLOYEES:**

There are no employees drawing the remuneration exceeding the ceiling prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

#### **AUDITORS:**

M/s. Vijay R. TATER & Co., Chartered Accountants, Mumbai retires at the ensuing Annual General Meeting and being eligible, the Board request to reappoint him as Auditors from the conclusion of this Annual General Meeting to the next Annual General Meeting.

#### **AUDITORS' REPORT:**

The observations made in the Auditors' Report, read with the relevant notes thereon are self-explanatory and therefore do not call for any further comments under Section 217 of the Companies Act, 1956.

**DIRECTOR'S RESPONSIBILITY STATEMENT :**

Pursuant to Section 217(2AA) of the Companies Act, 1956, Directors confirm:

- i) That, in the preparation of the annual accounts, the applicable accounting standards had been followed,
- ii) That, the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended **31st March, 2013** and of the loss of the company for that year,
- iii) That, the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- iv) That, the directors have prepared the annual accounts on a going concern basis.

**SECRETARIAL AUDIT COMPLIANCE CERTIFICATE :**

As required under the provisions of Sec. 383A(1) of the Companies (Amendment) Act, 2000, the compliance certificate from Practicing Company Secretary is attached with this report and forms part of Director's Report.

**Corporate Governance:**

A separate Report on Corporate Governance along with the certificate on its compliance from M/s. Pankaj K. Shah Associates, Chartered Accountant is attached.

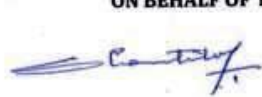
**ACKNOWLEDGMENTS:**

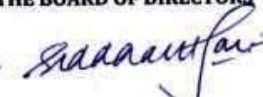
Your Directors wish to place on record their appreciation for whole hearted Co-operation received from Bankers, Financial Institutions and Employees of the Company.

**ON BEHALF OF THE BOARD OF DIRECTORS**

Date : 30.05.2012

Place : Mumbai

  
**DIRECTOR**

  
**DIRECTOR**



**REPORT ON CORPORATE GOVERNANCE**  
(Pursuant to clause 49 of the Listing Agreement)

**1. Company's Philosophy**

The Company is committed to ethical values and self discipline through standards of good Corporate Governance involving a high level of transparency, integrity, accountability and responsibility in all areas of its operations for ensuring protection of the rights and interest of its stakeholders including employees and financiers and to the society in general. In order to achieve the objective, the company continuously endeavors to improve on these aspects on an ongoing basis.

**2. Board of Directors**

The Board of Director of the company comprises of Three Directors.

1. The Present Strength of Board of Directors of your company is as under.

Name of the Director	Category	No. of Board Meetings		Attendance at last AGM	No. of Outside Directorship held in Public Companies	No. of other Outside Board Committees members in Public Companies	No. of shares held as on 31.03.2013
		Held	Attended				
Shantilal Misrimal Jain	Promoter	6	6	Yes	3	--	9,03,222
Siddharth Shantilal Jain	Promoter	6	6	Yes	3	--	1,35,000
Mukesh Haraklal Patel	Independent	6	6	Yes	--	--	0

The day-to-day management of the company is conducted by the Director subject to the supervision and control of the Board of the Directors.

2. Changes in Composition of Board of Directors since last Report:

There is no change in the Composition of Board of Directors since last Report.

During the financial year under review, Six (6) Board meetings were held on following date.

20/04/2012, 29/05/2012, 30/06/2012, 10/09/2012, 31/10/2012, 30/01/2013.

The time gap between any two meetings was less than 3 months. The Board monitors the business operations.

### **3. Audit Committee:**

The Company is in process of appointing another New Independent Director and only after such appointment, the company will constitute Audit Committee. As there is no Audit Committee constituted there is no Audit Committee meeting held during the year.

### **4. Remuneration of Directors**

The Company has not set up any Remuneration committee as the company does not pay any remuneration and seating fees to Directors.

### **5. Shareholders / Investor's Grievance Committee**

The Board of the company has constituted a Shareholders/investors' Grievance Committee, comprising of three Directors viz., Mr. Siddharth S. Jain & Mr. Mukesh H. Patel are the members and Mr. Shantilal M. Jain, is the chairman of the committee. The terms of reference of the Committee are to look into the redressal of investor's complaints relating to transfer of shares, non-receipt of share certificates, issue of duplicate share certificates, issue of dividend warrants, non-receipt of dividend warrants, notice/Annual Reports and other grievances.

### **6. General Body Meeting**

The location and time of the last three Annual General Meeting are as under:

Financial Year	AGM Date	Time	Venue	No. of special resolution
2009-10	29.09.2010	11:00 a.m.	Registered Office	Nil
2010-11	30.09.2011	11:00 a.m.	Registered Office	Nil
2011-12	17.09.2012	11:00 a.m.	Registered Office	Nil

### **Extra Ordinary General Meeting:**

The Company held following EGM in last three years.

For the year 2012-13, on 20<sup>th</sup> October, 2012, for the purpose of passing of Special resolution for Alteration of Object Clause in Memorandum of Association through postal ballot.

For the year 2011-2012, on 17<sup>th</sup> June, 2011 for the purpose of passing resolution for Alteration of Object Clause in Memorandum of Association through postal ballot.

And for the year 2009 -2010, on 28<sup>th</sup> July, 2009 for the issue of Bonus shares out of General Reserve of the Company.

No other EGM was held during last three years.

**POSTAL BALLOT:**

A Postal Ballot for obtaining approval of members under Section 17 of Companies Act, 1956, for the insertion of new clause to Main Object Clause of Memorandum of Association of Company was conducted in September – October - 2012. The Postal Ballot was conducted by Mr. Siddharth S. Jain.

**7. Code of Conduct:**

The Board of Directors has adopted the code of Business Conduct and Ethics for Directors and Senior Management. The said code has been communicated to the Directors and members of the Senior Management.

**8. Disclosures :**

- i. There were no materially significant related party transactions that had potential conflict with the interests of the Company at large. Transactions in the ordinary course of business with the related parties are disclosed in the Notes on Accounts.
- ii. There have been no instances of non-compliance by the Company on any matters related to the capital markets nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters.
- iii. The Company has laid down procedures to inform the board members about the risk assessment and its mitigation, which is periodically reviewed to ensure that risk control, is exercised by the Management effectively.
- iv. As required under clause 49 (V) of the Listing Agreement, CEO Certification by Mr. Siddharth Shantilal Jain, Director was placed before the Board at its meeting held on 30th May, 2013.
- v. A Management Discussion and Analysis Report has been presented as part of the Directors' Report.
- vi. The Company has complied with all the mandatory requirements stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges.

**9. Means of Communication**

**(i) Financial Results:**

The Unaudited quarterly / half yearly (Unaudited) results are announced within 45 days from the end of the quarter / half year as stipulated under the Listing Agreement with the Stock Exchanges.

The aforesaid financial results are taken on record by the Board of Directors and are communicated to the Stock Exchanges where the Company's securities are listed.



**(ii) Management Discussion and Analysis Report (MD&A):**

The Management Discussion and Analysis Report forms part of the Annual Report.

**10. General Share Holder Information:**

**Financial Calendar for the Financial Year 2011-12**

a.	Annual General Meeting	
	- Date	26 <sup>th</sup> September, 2013
	- Time	11 A.M.
	- Venue	105,1st Floor, Chartered House, 293, Dr. Cawasji, Hormasji Street, Nr.Marine Line Church,Marine Lines, Mumbai - 400002.
b.	Book Closure Dates	16 <sup>th</sup> September, 2013 to 26 <sup>th</sup> September, 2013 (both days inclusive)
c.	Financial Calendar	Tentative Schedule
	a) Unaudited results for quarter ending 30-06-2013	July 2013
	b). Unaudited results for half year/ quarter ending 30-09-2013	October 2013
	c). Unaudited financial results for quarter ending 31-12-13	January 2014
	d). Audited resulted for the year quarter ending 31-03-2014	April 2014 / June 2014.
d.	No of Share Holder	159 Share holders as on 31-03-2013
e.	Listing of Equity Shares	Bombay Stock Exchange Ltd.
f.	Stock Code	511200

### Listing Fees

The company has paid listing fees of BSE for the year 2013-14.

### Market Price Data: (Please fill up the blank Data)

Month wise Stock Market Price Data (BSE) relating to Equity Shares of the Company for the F.Y. ended March 31, 2013.

Month of the F.Y. 2012-13.	Market Price Data			
	Open	High	Low	Close
April – 2012	32.1	32.1	32.1	32.1
May – 2012	30.5	32	26.25	26.25
June – 2012	24.95	26.15	23.75	26.05
July – 2012	27.35	27.35	27.35	27.35
August – 2012	28.7	28.7	28.7	28.7
Sep-12	30.1	34.7	30.1	34.7
Oct-12	36.3	48.7	33.3	48.7
November – 2012	51.1	51.1	51.1	51.1
December – 2012				
January – 2013	53.65	68.5	53.65	68.5
February – 2013	70.9	74	70.35	70.35
Mar-13	66.85	66.85	66.85	66.85

### Distribution of share holding as on March 31, 2013.

No. of Equity Shares held		No. of share-holders	% age of share-holders	No. of Shares held	% age of shareholding
From	To				
Up	- 5000	120	75.47	22546	0.25
5001	- 10000	--	--	--	--
10001	- 20000	--	--	--	--
20001	- 30000	1	0.63	24430	0.27
30001	- 50000	--	--	--	--
50001	- 100000	30	18.87	2419852	26.91
100001	- 1000000	6	3.77	2457072	27.33
10000001	above	2	1.26	4067100	45.24
Total		159	100	8991000	100